

RECORDATION NO. 30046 -A FILED

DEC 29 '11 -5 30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 29, 2011

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Sublease Agreement, dated as of December 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Schedule No. 3 to Master Rail Lease Agreement being filed with the Board under Recordation Number 30046.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignee: PNC Equipment Finance, LLC
620 Liberty Avenue
Pittsburgh, PA 15222

Lessee/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Chief of the Section of Administration
December 29, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is:

200 covered twin-hopper railcars: TILX 328911 – TILX 329000 and TILX
329201 – TILX 329310.

A short summary of the document to appear in the index is

Memorandum of Assignment of Sublease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

30046-A
RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT

between

TRINITY INDUSTRIES LEASING COMPANY,
as Lessee,

and

PNC EQUIPMENT FINANCE, LLC,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. SECTION 11301(a)
on December __, 2011 at __: __ .m.**

MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT

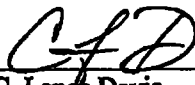
THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT is effective as of December 29, 2011 by and between **TRINITY INDUSTRIES LEASING COMPANY** ("Lessee") and **PNC EQUIPMENT FINANCE, LLC** ("Lessor") with reference to the following:

Lessee, as lessee, and Lessor, as lessor, are parties to that certain Equipment Schedule No. 3 dated as of December 29, 2011 to Master Rail Lease Agreement, dated as of November 23, 2011 by and between Lessee and RBS Asset Finance, Inc. (the "Master Rail Lease"), whereby Lessee has assigned, transferred and set over to Lessor a continuing, first-priority security interest in and to the sublease of any of the railcars described in Exhibit A hereto, together with all proceeds thereof.

[REMAINDER OF PAGE INTENTIONALLY BLANK; EXECUTION PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 
Name: C. Lance Davis
Title: Vice President

PNC EQUIPMENT FINANCE, LLC

By: _____
Name: _____
Title: _____

[EXECUTION PAGE OF MEMORANDUM OF
ASSIGNMENT OF SUBLEASE AGREEMENT]
(SCHEDULE NO. 3)

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF _____

§
§
§

SS:

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared _____, who acknowledged himself/herself to be _____ of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF TEXAS

COUNTY OF DALLAS

§
§
§

SS:

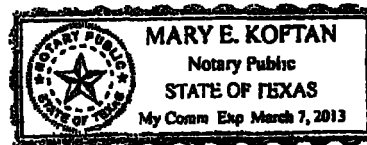
On this 29th day of December, 2011, before me personally appeared C. Lance Davis, to me personally known, who being by me duly sworn, says that he/she is Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Mary E. Koptan
Notary Public

[Notarial Seal]

My commission expires:

March 7, 2013

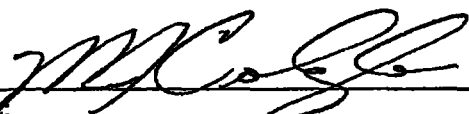


IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: _____
Name: _____
Title: _____

PNC EQUIPMENT FINANCE, LLC

By: 
Name: _____
Title: **Michael J. Colangelo**
Vice President

[EXECUTION PAGE OF MEMORANDUM OF
ASSIGNMENT OF SUBLEASE AGREEMENT]
(SCHEDULE NO. 3)

COMMONWEALTH OF PENNSYLVANIA

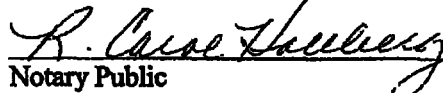
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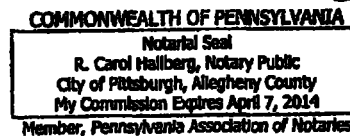
COUNTY OF ALLEGHENY

On this, the 28th day of December, 2011, before me, R. Carol Hallberg, personally appeared Michael J. Colangelo, who acknowledged himself to be Vice President of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

[Notarial Seal]



My commission expires:

April 07, 2014

STATE OF TEXAS

§
§
§

SS:

COUNTY OF DALLAS

On this _____ day of _____, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires:

EXHIBIT A

DESCRIPTION OF EQUIPMENT SUBJECT TO ASSIGNED SUBLEASE

200 covered twin-hopper cars with a 3,281 cubic foot capacity and the following respective reporting marks and numbers:

TILX328911	TILX328949	TILX328988	TILX329227
	TILX328950	TILX328989	TILX329228
TILX328912	TILX328951	TILX328990	TILX329229
TILX328913	TILX328952	TILX328991	TILX329230
TILX328914	TILX328953	TILX328992	TILX329231
TILX328915	TILX328954	TILX328993	TILX329232
TILX328916	TILX328955	TILX328994	TILX329233
TILX328917	TILX328956	TILX328995	TILX329234
TILX328918	TILX328957	TILX328996	TILX329235
TILX328919	TILX328958	TILX328997	TILX329236
TILX328920	TILX328959	TILX328998	TILX329237
TILX328921	TILX328960	TILX328999	TILX329238
TILX328922	TILX328961	TILX329000	TILX329239
TILX328923	TILX328962	TILX329201	TILX329240
TILX328924	TILX328963	TILX329202	TILX329241
TILX328925	TILX328964	TILX329203	TILX329242
TILX328926	TILX328965	TILX329204	TILX329243
TILX328927	TILX328966	TILX329205	TILX329244
TILX328928	TILX328967	TILX329206	TILX329245
TILX328929	TILX328968	TILX329207	TILX329246
TILX328930	TILX328969	TILX329208	TILX329247
TILX328931	TILX328970	TILX329209	TILX329248
TILX328932	TILX328971	TILX329210	TILX329249
TILX328933	TILX328972	TILX329211	TILX329250
TILX328934	TILX328973	TILX329212	TILX329251
TILX328935	TILX328974	TILX329213	TILX329252
TILX328936	TILX328975	TILX329214	TILX329253
TILX328937	TILX328976	TILX329215	TILX329254
TILX328938	TILX328977	TILX329216	TILX329255
TILX328939	TILX328978	TILX329217	TILX329256
TILX328940	TILX328979	TILX329218	TILX329257
TILX328941	TILX328980	TILX329219	TILX329258
TILX328942	TILX328981	TILX329220	TILX329259
TILX328943	TILX328982	TILX329221	TILX329260
TILX328944	TILX328983	TILX329222	TILX329261
TILX328945	TILX328984	TILX329223	TILX329262
TILX328946	TILX328985	TILX329224	TILX329263
TILX328947	TILX328986	TILX329225	TILX329264
TILX328948	TILX328987	TILX329226	TILX329265

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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/29/11

Edward M. Luria
Edward M. Luria